

BY-LAWS OF THE HARBOR RIDGES ASSOCIATION, INC.

ARTICLE I

Name

The name of the non-stock, non-profit corporation is Harbor Ridges Association, Inc.

Purposes

1.1 To unite the residents of Ridges Road in an organization for the purposes of providing a significant voice in local affairs and of providing responsible representation of views of the property owners to local authorities.

a. To inform the Town Board of the Association's views concerning Anclam Road, Harbor Lane, Point Drive, Ridges Drive, Schmitz Road, and Toft Road about: (1) density of development, (2) width of road, (3) traffic issues, (4) environmental issues.

b. To engage in any lawful activity within the purpose for which a non-stock, non-profit corporation may be organized under the Wisconsin statutes.

1.2 To bring together the diverse elements of the neighborhood: the Baileys Harbor Condominium owners, the Baileys Harbor Marina Condominium owners, the Baileys Harbor Yacht Club Condominium owners, and the homeowners on Anclam Road, Harbor Lane, Ridges Road, and Schmitz Road.

1.3 To protect the unique qualities of Anclam Road, Harbor Lane, Point Drive, Ridges Road, Schmitz Road, and Toft Road; to preserve the qualities that define Ridges Road as a Rustic Road; to maintain the ecological integrity of the area.

1.4 To create liaisons with other organizations which support similar goals such as The Ridges Sanctuary and DPO.

1.5 To include residents of Baileys Harbor who support the goals of the Association.

ARTICLE II

Membership, Dues and Voting Rights

2.1 Membership in the Association shall be composed of persons interested in and supportive of the objectives and purposes of the Association; who indicate an interest in actively participating in the activities and functions of the Association; who have filed membership application; who have paid their membership dues.

2.2 Dues shall be established by the Board of Directors and shall be per household per membership year. A membership year shall be the twelve-month period beginning with the date of the annual meeting.

a. Voluntary contributions for specific purposes will be solicited by the board as the need arises; solicitations will be made when funds are needed to cover special expenses such as legal fees, special social events or increases in operating costs.

b. Contributions are not mandatory membership dues.

2.3 There shall be one vote per paid membership.

2.4 Votes may be cast in person or by proxy.

2.5 Twenty-five percent (25%) of members represented in person or by proxy constitutes a quorum.

ARTICLE III

Meetings

3.1 The annual meeting shall be held on the Saturday of the Memorial weekend of each year for the purpose of electing directors and for any other business authorized to be transacted by the members. Special meetings of the members shall be held whenever called by the president or any three (3) members of the Board of Directors and must be called by such officers upon receipt of a written request signed by the members with one-third or more of all votes entitled to be cast.

A second meeting shall be held at the end of the summer season at a time and place chosen by the members at the annual meeting. The general purpose is for socializing.

Time, Place, Notice, and Calling of Members' Meetings.

3.2 Written notice of all meetings stating the time and place and the purposes for which the meeting is called shall be given by the president or secretary, unless waived in writing, to each member at his/her address as it appears on the books of the Association and shall be mailed or personally delivered not less than ten (10) days or more than thirty (30) days prior to the date of the meeting. Notice of meetings may be waived before or after meetings. Meetings shall be held at such time and place as may be designated by the Board of Directors.

ARTICLE IV

Board of Directors

4.1 Number and Qualifications of Directors. The initial Board of Directors shall consist of three (3) persons elected at the meeting held in Baileys Harbor on July 3, 1996 to serve until the first annual meeting of the corporation.

4.2 Power and Duties of the Board of Directors. The affairs of the Association shall be governed by the Board of Directors. All powers and duties, as shall be necessary for administration of the affairs of the Association, shall be exercised by the Board of Directors. Such powers and duties shall be exercised in accordance with the provisions of the articles of incorporation, and these by-laws.

4.3 Election and Term of Directors. At the first annual meeting of the Association, the members shall elect five (5) Directors to be classified with respect to the terms for which

they hold office by dividing them into three (3) classes as follows:

a. One (1) Director whose term will expire after one (1) year, at the first annual meeting of the Association following his/her election.

b. Two (2) Directors whose term will expire after two (2) years, at the second annual meeting of the Association, following his/her election..

c. Two (2) Directors whose term will expire after three (3) years, at the third annual meeting of the Association, following his/her election.

The successors to the class of Directors whose terms expire as set forth above shall be elected to hold office for a term of three (3) years or until their successors are duly elected and qualified or until any of said Directors shall have been removed in the manner herein provided so that the term of one class of Directors shall expire in each year.

4.4 Vacancies on Board. Vacancies on the Board of Directors caused by any reason other than the removal by a vote of the members shall be filled by a vote of the majority of the remaining Directors, even though they may constitute less than a quorum, and each person so elected shall be a Director until their successor is elected at the next annual meeting of the members at which time that class of Directors is to be elected.

4.5 Removal of Directors. At any regular or special meeting duly called, any one or more of the Directors may be removed with or without cause by a majority of the votes of the members entitled to be cast; and a successor may then and there be elected to fill the vacancy thus created.

4.6 Regular Meetings and Notice. A regular annual meeting of the Board of Directors shall be held immediately after and at the same place as the annual meeting of the members. Notice of the regular annual meetings of the Board of Directors shall not be required.

4.7 Special Meetings and Notice. Special meetings of the Board of Directors may be called by the president or by three (3) Directors with ten (10) days prior written notice to each Director given personally or by mail, which notice shall state the time, place, and purpose of the meeting.

4.8 Waiver of Notice. Before, at, or after any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting; and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him/her of the time and place thereof. If all of the Directors are present at any meeting of the board, no notice shall be required and any business may be transacted at such meeting.

4.9 Quorum of Directors and Adjournments At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business; and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. If at any meeting of the Board of Directors there shall be less than a quorum present the majority of those present may adjourn the meeting from time to time without further notice. At any such adjourned meeting at which a quorum is present, any business which might have been transacted at the meeting as originally called may be transacted.

ARTICLE V

Officers

5.1 Designation, Election and Removal. The principal officers of the Association shall be a president, vice-president, secretary, and treasurer to be elected annually by the Board of Directors. Upon the affirmative vote of a majority of the members of the Board of

Directors any officer may be removed, either with or without cause; and his/her successor shall be elected at the regular meeting of the Board of Directors or at any special meeting called for that purpose. Any two (2) or more offices, except a combination of the offices of president and secretary and a combination of the offices of president and vice-president, may be held by the same person.

5.2 President. The president shall be elected from among the members of the Board of Directors and shall be the chief executive officer of the Association. He/she shall preside at all meetings of the Association and of the Board of Directors and shall have all of the general powers and duties usually vested in the office of the president.

5.3 Vice-president. The vice-president shall take the place of the president and perform those duties whenever the president shall be absent or unable to act. If both the president and vice-president are unable to act, the Board of Directors shall appoint some other member of the board to do so on an interim basis. The vice-president shall also perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.

5.4 Secretary. The secretary shall keep the minutes of all meetings of the Board of Directors and of the Association and shall count votes at the meetings of the Association and shall have charge of the Association's books and records and shall, in general, perform all duties incident to the office of the secretary.

5.5 Treasurer. The treasurer shall have responsibility for the Association's funds and shall be responsible for keeping full and accurate accounts of all receipts and disbursements and financial records and book of account on behalf of the Association. He/she shall be responsible for the deposit of all monies and all valuable effects in the

name and to the credit of the Association in such depositories as may from time to time be designated by the Board of Directors. The treasurer shall also be responsible for the billing and collection of all dues and contributory solicitations made by the Association.

5.6 Liability of Directors and Officers. No person shall be liable to the Association for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Director or officer of the Association if such person(s) exercised and used the same degree of care and skill as a prudent person would have exercised or used under the circumstances in the conduct of his/her own affairs, or took or omitted to take such action in reliance upon advice of counsel for the Association or upon statements made or information furnished by officers or employees of the Association which he/she had reasonable grounds to believe to be true. The foregoing shall not be exclusive of other rights and defenses to which he/she may be entitled as a matter of law.

a. Harbor Ridges Association shall indemnify its Directors and officers to the fullest extent permitted under chapter 181, Wisconsin Statutes, The Wisconsin Non-Stock Corporation Law.

5.7 Compensation. No Director or officer of the corporation shall receive any fee or other compensation for services rendered to the Association as such officer or director.

ARTICLE VI

Committees

6.1 Nominating Committee. The president shall appoint a nominating committee not less than two months before the annual meeting of the membership. The slate of candidates for the Board of Directors will be voted upon by the membership at the annual meeting in person or by mail proxy.

6.2 Standing and Temporary. There shall be such standing and temporary committees as are deemed necessary to carry on the work of the Association. Committee chairmen,

unless otherwise noted, shall be appointed by the president and shall be approved by the Board of Directors. When necessary, chairmen may be requested to attend Board of Directors meetings.

ARTICLE VII

Amendments

7.1 By Members. These by-laws may be altered, amended, or repealed and new by-laws may be adopted by the members at any meeting called for such purpose by any affirmative vote of sixty-seven percent (67%) of all the votes entitled to be cast.

ARTICLE VIII

Association Mailing Address

The mailing address of the Association shall be:

HarborRidgesAssociation,Inc.
DorothyTroller,president
5810BartonRoad
Madison,WI53711

These by-laws were amended at the 1997 and 1998 annual meetings.

Original Association board members:

DorothyTroller,president
GraceFrudden,vicepresident
FredMiddleton,treasurer
DianeStitt,secretary

Harbor Ridges Association board members as of annual meeting May 26, 2007:

RobertTroller,president(2006-2009)
HenrySchweich,vicepresident(2003-2009)
GilbertGerdman,secretary(2007-2010)
JoanneDommer,treasurer(1999-2008)
MaureenMcGrath,appointedassistanttreasurer(2007-2008)
PhilipHendrickson,director(2005-2008)
GraceFrudden,appointedliaisontoBaileysHarborTownBoard(2004-2008)